

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

IN RE:	§	
	§	
DEEPROOT CAPITAL MANAGEMENT,	§	
LLC, ET AL.,	§	BANKRUPTCY No. 21-51523
	§	
DEBTORS.	§	JOINTLY ADMINISTERED

**TRUSTEE’S WITNESS AND EXHIBIT LIST FOR FEBRUARY 9, 2022 HEARINGS ON:
[1] TRUSTEE’S APPLICATION TO EMPLOY
MEL T. DAVIS AS AUCTIONEER [ECF 53]; AND
[2] MOTION OF CHAPTER 7 TRUSTEE FOR AUTHORIZATION TO SELL PROPERTY OF THE
ESTATE BY PUBLIC AUCTION AND
TO AUTHORIZE PAYMENT TO AUCTIONEER FROM SALES PROCEEDS [ECF 54]**

John Patrick Lowe, Chapter 7 Trustee (“Trustee”), files this Witness and Exhibit List for the February 9, 2022 Hearings scheduled relating to the matters listed below.

MATTERS TO BE HEARD:

Trustee’s Application to Employ Mel T. Davis as Auctioneer [ECF No. 53] (the “Application”); and

Motion of Chapter 7 Trustee for Authorization to Sell Property of the Estate by Public Auction and to Authorize Payment to Auctioneer from Sales Proceeds [ECF No. 54] (the “Motion”)¹.

TRUSTEE’S WITNESSES:

Trustee designates the following witnesses:

1. J. Patrick “Pat” Lowe, Chapter 7 Trustee of the jointly administered bankruptcy estates
2. Any witness called or designated by any other party;
3. Any rebuttal or impeachment witnesses, as necessary; and
4. Any person present at the Hearings

Trustee reserves the right to amend or supplement this list at any time prior to the hearing.

¹ Capitalized terms unless otherwise defined herein shall have the same meaning as ascribed to them in the Motion and the Application.

TRUSTEE'S EXHIBITS

Ex. #	Description	Offered	Objection	Admitted/ Not Admitted	Disposition
1	Affidavit of Mel T. Davis [Attached as Exhibit B to the Application at ECF No. 53]				
2	Proposed revised order on the Motion [ECF No. 54]				
	Any exhibits designated by any other party				
	Any rebuttal or impeachment exhibits				

Debtors reserve the right to amend or supplement this list at any time prior to the hearing.

Respectfully submitted,

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By: /s/ Randall A. Pulman

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**ATTORNEYS FOR JOHN PATRICK LOWE,
CHAPTER 7 TRUSTEE FOR THE JOINTLY
ADMINISTERED CASE OF IN RE DEEPROOT
CAPITAL MANAGEMENT, LLC ET AL.**

CERTIFICATE OF SERVICE

I hereby certify that on the 4th day of February, 2022, I electronically filed the foregoing document using the CM/ECF system, which will serve the document on the following list of parties in interest and parties requesting notice; it was served on the Debtors via CM/ECF to their counsel, as indicated below. Exhibits are attached.

Via Counsel CM/ECF:

catherine.curtis@wickphillips.com

jason.rudd@wickphillips.com

Policy Services, Inc.

deeproot Pinball, LLC

deeproot Growth Runs Deep Fund, LLC

deeproot 575 Fund, LLC

deeproot 3 Year Bonus Income Fund, LLC

deeproot BonusGrowth 5 Year Debenture Fund, LLC

deeproot Tech, LLC

deeproot Funds, LLC

deeproot Studios, LLC

deeproot Capital Management, LLC

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Via Counsel Via CM/ECF:

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jason.rudd@wickphillips.com

Wizard Mode Media, LLC

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Debtor's Counsel

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Texas Workforce Commission

c/o Christopher S. Murphy

Texas Attorney General's Office

PO Box 12548

Austin, TX 78711

s/ Randall A. Pulman

Randall A. Pulman

EXHIBIT 1

State of Texas §

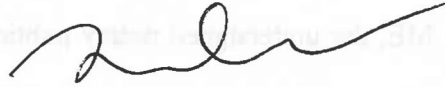
County of Bexar §

BEFORE ME, the undersigned notary public, on this day personally appeared Mel T. Davis, who, being by me duly sworn on his oath deposed and said as follows:

"My name is Mel T. Davis, and I am an auctioneer doing business at P.O. Box 236, Elmendorf, Texas 78112, phone number (210) 633-2445. I have reviewed the petition and the mailing matrix in the Chapter 7 bankruptcy cases filed by deeproot Capital Management, LLC, et. al.,¹ 21-51523-mmp in the United States Bankruptcy Court for the Western District of Texas, San Antonio Division. To the best of my information and belief, I do not have any connection with the Debtors, the Chapter 7 Trustee, any creditors, any other party in interest or their respective attorneys and accountants, the United States Trustee or any person employed in the office of the United States Trustee. As auctioneer or real estate broker, I have assisted John Patrick Lowe in liquidating real and personal property in other unrelated Chapter 7 and 11 cases in which he serves or served as the Trustee. I do not hold or represent any interest adverse to the bankruptcy estates of deeproot Capital Management, LLC, et. al.,¹. I am a disinterested person within the meaning of 11 U. S. Code §§ 101(14) and 327(a).

¹ The Debtors in these chapter 7 cases, along with the last four digits of each Debtor's federal tax identification number, are: Policy Services, Inc. (2864), Wizards Mode Media, LLC (3205), deeproot Pinball LLC (0320), deeproot Growth Runs Deep Fund, LLC (8046), deeproot 575 Fund, LLC (9404), deeproot 3 Year Bonus Income Debenture Fund, LLC (7731), deeproot Bonus Growth 5 Year Debenture Fund, LLC (9661), deeproot Tech LLC (9043), deeproot Funds LLC (9404), deeproot Studios LLC (6283), and deeproot Capital Management, LLC (2638).

No compensation has been paid or agreed to be paid to Affiant within one year prior to the date of the filing of the petition, for services rendered or to be rendered in contemplation of or in connection with this case. Any compensation which is allowable by this Court will not be shared by any entity other than Affiant.



Mel T. Davis

SUBSCRIBED AND SWORN TO BEFORE ME on the 24th day of January 2022 to certify which witness my hand and official seal of office.

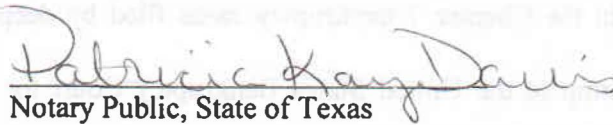

Notary Public, State of Texas

EXHIBIT 2

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

IN RE:	§	
	§	
DEEPROOT CAPITAL MANAGEMENT,	§	
LLC, ET AL.,	§	BANKRUPTCY No. 21-51523
	§	
DEBTORS.	§	JOINTLY ADMINISTERED

**ORDER APPROVING MOTION OF CHAPTER 7 TRUSTEE FOR AUTHORIZATION TO SELL
PROPERTY OF THE ESTATE BY PUBLIC AUCTION AND TO AUTHORIZE PAYMENT TO
AUCTIONEER FROM SALES PROCEEDS**

The Court has considered the matter before the Court on the *Motion of Chapter 7 Trustee for Authorization to Sell Property of the Estate by Public Auction and to Authorize Payment to Auctioneer from Sales Proceeds* (the “**Motion**”),¹ any responses to the Motion, the statements of counsel, and the records in this case, and having held a hearing on the Motion, finds that: (a) it has jurisdiction over this matter pursuant to 28 U.S.C. § 1334; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (c) the relief requested in the Motion is in the best interests of the

¹ All capitalized terms not expressly defined herein shall have the meaning ascribed to them in the Motion.

Debtor's estate, its creditors, and other parties-in-interest; (d) proper and adequate notice of the application and hearing hereon has been given and no other or further notice is necessary; and (e) good and sufficient cause exists for granting the relief requested. Therefore, it is **ORDERED** that the Trustee's Motion shall be **GRANTED** in its entirety.

IT IS FURTHER ORDERED that the Trustee is authorized to sell the Assets through an auction conducted by Mel T. Davis.

IT IS FURTHER ORDERED that the ad valorem tax lien for tax year 2021 pertaining to the personal property located in Bexar County shall attach to the sales proceeds and that the closing agent shall pay all ad valorem tax debt owed incident to the personal property located in Bexar County immediately upon closing and prior to any disbursement of proceeds to any other person or entity.

IT IS FURTHER ORDERED that all liens which secure the ad valorem tax penalty claims are avoided by right of the 11 United States Code §724(a) but are preserved for the benefit of the estate by right of 11 United States Code §551.

IT IS FURTHER ORDERED that the resulting unsecured tax penalties are subordinated to all allowed unsecured claims by right of 11 United States Code §726(a)(4).

IT IS FURTHER ORDERED that the Trustee is authorized and directed to pay the ad valorem taxes and interest but no penalties to Bexar County within fifteen (15) days of the Trustee's receipt of the net sales proceeds from the auctioneer for the bankruptcy estate.

IT IS FURTHER ORDERED that, upon the consummation of the sale, all persons holding or asserting any lien, claim, interest, or encumbrance against or in the Assets of any kind or nature whatsoever, including all taxing authorities (except as stated in the preceding three paragraphs), are forever barred, estopped, and permanently enjoined from asserting, prosecuting,

or otherwise pursuing such lien, claim, interest, or encumbrance against the buyer or the Assets themselves.

IT IS FURTHER ORDERED that such sale shall also be “as is,” “where is,” with all faults, without any warranties, other than a warranty that the sale is free and clear of liens, claims, security interests and encumbrances, and without recourse against the Trustee or the bankruptcy estate.

IT IS FURTHER ORDERED that the Trustee is authorized to pay auctioneer Mel T. Davis a ten percent (10%) commission for the auction sale and reimburse him for advertising and moving expenses. Mel T. Davis is also authorized to charge a fifteen percent (15%) buyer’s commission, which will be paid by the buyers and not from the sales proceeds to help defray the costs of credit card and check transactions; storage and security charges; and the costs of insurance. These costs shall not be duplicative of out-of-pocket expenses described above.

IT IS FURTHER ORDERED that the stay provided by Federal Rule of Bankruptcy Procedure 6004(h) is vacated and the Trustee is authorized to sell the Assets upon the entry of this Order.

IT IS FURTHER ORDERED that the Trustee is authorized to take any actions reasonably necessary to effectuate the relief granted by this order.

IT IS FURTHER ORDERED that the Court shall retain jurisdiction to hear and determine all disputes arising from or related to the implementation, interpretation, or enforcement of this order.

#

Submitted by:

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